

**EXHIBIT A**

**Plan of Combination Merger**

## **AGREEMENT AND PLAN OF COMBINATION MERGER**

This AGREEMENT AND PLAN OF COMBINATION MERGER (this “**Plan**”) is dated as of May 1, 2022 and is entered into by Corizon Health, Inc., a Texas corporation (the “**Company**”), Valitäts Health Services, Inc., a Texas corporation (“**Valitäts**”), Corizon, LLC, a Missouri limited liability company (“**Corizon**”), and Corizon Health of New Jersey, LLC, a New Jersey limited liability company (“**Corizon NJ**”). The Company, Valitäts, Corizon, and Corizon NJ are each a “**Merging Entity**” and, collectively, the “**Merging Entities**”.

### **RECITALS**

**WHEREAS**, the Merging Entities desire to effect a combination merger (the “**Merger**”) pursuant to the Texas Business Organizations Code (the “**TBOC**”) and as provided in this Plan pursuant to which (i) the Company will survive and continue in existence as a Texas Corporation (“**MergeCo**”) and (ii) all of the Merging Entities’ respective assets and liabilities will be combined and vested in MergeCo.

**WHEREAS**, pursuant to the certificate of formation of the Company filed on April 28, 2022, the bylaws of the Company (the “**Company Bylaws**”), the certificate of formation of Valitäts filed on April 28, 2022, the bylaws of Valitäts, the articles of organization of Corizon filed on or about December 30, 2013, the limited liability company agreement of Corizon, the certificate of formation of Corizon NJ as amended on September 1, 2020, the limited liability company agreement of Corizon NJ, Title 42 of the New Jersey Statutes, Chapter 347 of the Revised Statutes of Missouri, and the TBOC, the board of directors of the Company, the board of directors of Valitäts, the Company in its capacity as the sole member of Corizon and Corizon NJ, Valitäts in its capacity as the sole shareholder of the Company, and Valitäts Intermediate Holdings, Inc., a Delaware Corporation (“**Valitäts Holdings**”), in its capacity as the sole shareholder of Valitäts have each approved the Merger and this Plan.

### **AGREEMENTS**

NOW, THEREFORE, for the purpose of setting forth the terms and conditions of the Merger, the mode of carrying the Merger into effect and such other details and provisions as are deemed necessary or desirable, the Merging Entities hereby declare and agree as follows:

#### **1. Plan Requirements.**

(a) **Name and Organizational Forms of Parties.** The following entities are parties to this Plan.

NAME	JURISDICTION OF FORMATION	ORGANIZATIONAL FORM
Corizon Health, Inc.	Texas	Corporation
Valitäts Health Services, Inc.	Texas	Corporation
Corizon, LLC	Missouri	Limited Liability Company
Corizon Health of New Jersey, LLC	New Jersey	Limited Liability Company

(b) **Name and Organizational Form of Surviving Entity.** Corizon Health, Inc. (i.e., the Company) shall survive the Merger and continue its existence as a corporation organized under the laws of the State of Texas. Valitäts, Corizon, and Corizon NJ shall no longer separately exist upon consummation of the Merger. No new organizations are to be created by the Plan.

2. **Effective Time.** The Merger shall be effectuated as provided in this Plan through the filing of a certificate of merger (the “**Certificate of Merger**”) in the form attached hereto as Exhibit A in the office of the Texas Secretary of State (the “**Secretary**”). The Merger shall be effective on the date and at the time set forth in the Certificate of Merger (the “**Effective Time**”).

3. **Effect of Plan.** The Merger will have the effects set forth in Section 10.008 of the TBOC, as further provided in this Plan, provided further that, and without limiting the generality of the foregoing, the Merging Entities’ assets and liabilities will be allocated as follows:

- a) **Allocation of Assets.** At the Effective Time, by virtue of the Merger and without any action on the part of the Company, all right, title, and interest in and to the assets of each of the Merging Entities shall be allocated to and vested in MergeCo without reversion or impairment, further act or deed, or any transfer or assignment having occurred.
- b) **Allocation of Liabilities.** At the Effective Time, by virtue of the Merger and without any action on the part of the Company, the liabilities and obligations of each of the Merging Entities shall be allocated to and vested in MergeCo without reversion or impairment, further act or deed, or any transfer or assignment having occurred.

4. **Proceedings.** Proceedings by or against the Company will be addressed as permitted by Section 10.008(a)(5) of the TBOC.

5. **Organizational Documents.** The Certificate of Formation of the Company shall be the certificate of formation of MergeCo immediately following the Merger until thereafter duly amended in accordance with the provisions thereof, the Company Bylaws, and applicable law. The Company Bylaws shall continue to be the bylaws of MergeCo at the Effective Time until thereafter duly amended in accordance with the provisions thereof and applicable law.

6. **Board and Officers.** At the Effective Time, the board and officers of the Company immediately prior to the Merger will become the board and officers of MergeCo, in each case until their successors are duly appointed and qualified in the manner provided in the organizational documents of MergeCo or as otherwise provided by applicable law.

7. **Employees.** For the sake of clarity, all employees of each of the Merging Entities as of the Effective Time shall become employees of MergeCo.

**8. Effect on Shares.**

(a) **Corizon, Valitás, Corizon NJ Equity.** At the Effective Time, by virtue of the Merger and without any action on the part of the Company or Valitás Holdings, all capital stock or membership interests (as applicable) in Valitás, Corizon, and Corizon NJ shall be cancelled.

(b) **Company Stock.** At the Effective Time, by virtue of the Merger and without any action on the part of MergeCo, Valitás, or Valitás Holdings, 100% of the capital stock of the Company shall be converted into 100% of the capital stock of MergeCo, such that MergeCo shall be 100% owned by Valitás Holdings.

**9. Governing Law.** This Plan shall be governed by and construed in accordance with the laws of the State of Texas without regard to principles of conflicts of laws otherwise applicable to such determinations. The parties agree that all disputes arising under or related to the Plan or the Merger shall be within the jurisdiction of, and be brought exclusively in, the federal or state courts of Texas.

**10. Severability.** If any term, provision, or condition of this Plan, or any application thereof, is held invalid, illegal, or unenforceable in any respect under any law, this Plan shall be reformed to the extent necessary to conform, in each case consistent with the intention of the Merging Entities, to such law, and to the extent such term, provision, or condition cannot be so reformed, then such term, provision, or condition (or such invalid, illegal, or unenforceable application thereof) shall be deemed deleted from (or prohibited under) this Plan, as the case may be, and the validity, legality, and enforceability of the remaining terms, provisions, and conditions contained herein (and any other application of such term, provision, or condition) shall not in any way be affected or impaired thereby.

**11. Further Assurances.** Each of the parties hereto hereby agrees that at any time, or from time to time, as and when requested by another party hereto, or by such party's successors and assigns, it will execute and deliver any additional documents and instruments and perform any additional acts necessary or appropriate to effectuate the provisions of this Plan and the Merger in accordance with the terms set forth herein.

**12. Amendment and Waiver.** Prior to the Effective Time, this Plan may not be amended or modified, and no provision of this Plan may be waived, except, in each case, in a written instrument executed by the Merging Entities. From and after the Effective Time, this Plan may not be amended or modified, and no provision of this Plan may be waived, except, in each case, in a written instrument executed by MergeCo.

**13. Termination.** This Plan may be terminated and the Merger abandoned at any time prior to the Effective Time by action of the directors or officers of the Merging Entities. In the event of termination of this Plan and abandonment of the Merger, then this Plan will be void and of no further force or effect without liability on the part of any person or entity

**14. Captions; Construction.** The captions in this Plan are for convenience only and shall not be considered a part of or affect the construction or interpretation of any provision of this Plan. The word “including” means without limitation by reason of enumeration.

**15. Successors.** This Plan shall be binding upon and shall inure to the benefit of MergeCo, and its successors and assigns.

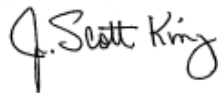
**16. Counterparts.** This Plan may be signed in one or more counterparts, each of which shall constitute an original and all of which together shall constitute one and the same agreement.

**17. No Third-Party Beneficiaries.** This Plan is not intended to confer upon any other person any rights or remedies hereunder.

*[Signature Page Follows.]*

IN WITNESS WHEREOF, this Plan shall be effective as of the date first above written.

**CORIZON HEALTH, INC.**

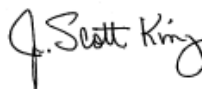


By: \_\_\_\_\_

Name: J. Scott King

Title: SVP and Chief Legal Officer

**VALITÁS HEALTH SERVICES, INC.**



By: \_\_\_\_\_

Name: J. Scott King

Title: SVP and Chief Legal Officer

**CORIZON HEALTH OF NEW JERSEY, LLC**

By: Corizon Health, Inc.

Its: Member



By: \_\_\_\_\_

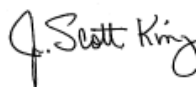
Name: J. Scott King

Title: SVP and Chief Legal Officer

**CORIZON, LLC**

By: Corizon Health, Inc.

Its: Member



By: \_\_\_\_\_

Name: J. Scott King

Title: SVP and Chief Legal Officer

**Exhibit A**

**CERTIFICATE OF MERGER**

[See attached.]



## Office of the Secretary of State

### CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

Corizon Health of New Jersey, LLC  
Foreign Limited Liability Company (LLC)  
New Jersey, USA  
[Entity not of Record, Filing Number Not Available]

Valitas Health Services, Inc.  
Domestic For-Profit Corporation  
[File Number: 804544694]

Corizon, LLC  
Foreign Limited Liability Company (LLC)  
Missouri, USA  
[File Number: 10067306]

Into

Corizon Health, Inc.  
Domestic For-Profit Corporation  
[File Number: 804544749]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 05/03/2022

Effective: Condition





## Office of the Secretary of State



A handwritten signature of John B. Scott, consisting of a stylized 'J' and 'S'.

John B. Scott  
Secretary of State

**Form 622****(Revised 12/15)**

Return in duplicate to:

Secretary of State

P.O. Box 13697

Austin, TX 78711-3697

512 463-5555

FAX: 512 463-5709

**Filing Fee: see instructions**

**Certificate of Merger  
Combination Merger  
Business Organizations Code**

This space reserved for office use.

**FILED**  
In the Office of the  
Secretary of State of Texas  
**MAY 03 2021**  
**Corporations Section**

**Parties to the Merger**

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, state of incorporation or organization, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

**Party 1**Corizon Health, Inc.*Name of Organization*The organization is a For-Profit Corporation*Specify organizational form (e.g., for-profit corporation)*

It is organized under the laws of

TX*State*USA*Country*

The file number, if any, is

804544749*Texas Secretary of State file number*Its principal place of business is 205 Powell Place, Suite 104*Address*Brentwood*City*TN*State*
☒ The organization will survive the merger.
 ☐ The organization will not survive the merger.

☐ The plan of merger amends the name of the organization. The new name is set forth below.
*Name as Amended***Party 2**Valitas Health Services, Inc.*Name of Organization*The organization is a For-Profit Corporation*Specify organizational form (e.g., for-profit corporation)*

It is organized under the laws of

TX*State*USA*Country*

The file number, if any, is

804544694*Texas Secretary of State file number*Its principal place of business is 205 Powell Place, Suite 104*Address*Brentwood*City*TN*State*
☐ The organization will survive the merger.
 ☒ The organization will not survive the merger.

☐ The plan of merger amends the name of the organization. The new name is set forth below.
*Name as Amended***Party 3**

There are four party entities to this merger. Please see Attachment A for information regarding Party 3 and Party 4 to the merger.

*Name of Organization*

The organization is a

*Specify organizational form (e.g., for-profit corporation)*

It is organized under the laws of

		The file number, if any, is	
<small>State</small>	<small>Country</small>		<small>Texas Secretary of State file number</small>
Its principal place of business is			
<small>Address</small>		<small>City</small>	<small>State</small>
<input type="checkbox"/> The organization will survive the merger. <input type="checkbox"/> The organization will not survive the merger.			
<input type="checkbox"/> The plan of merger amends the name of the organization. The new name is set forth below.			
<i>Name as Amended</i>			

### Plan of Merger

☐ The plan of merger is attached.

*If the plan of merger is not attached, the following statements must be completed.*

### Alternative Statements

Instead of providing the plan of merger, each domestic filing entity certifies that:

1. A plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic entity or non-code organization that is named in this form as a party to the merger or an organization created by the merger.
2. On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic entity or non-code organization to any owner or member of any domestic entity that is a party to or created by the plan of merger and, if the certificate of merger identifies multiple surviving domestic entities or non-code organizations, to any creditor or obligee of the parties to the merger at the time of the merger if a liability or obligation is then outstanding.

*Item 3A is the default selection. If the merger effected an amendment to, a restatement of, or an amendment and restatement of the certificate of formation of a surviving filing entity, you must select and complete one of the options shown below. Options 3B and 3C require the submission of the described attachment.*

3A. No amendments to the certificate of formation of any surviving filing entity that is a party to the merger are effected by the merger.

3B. ☐ No amendments to the certificate of formation of any filing entity are being effected by the merger or by the restated certificate of formation of the surviving filing entity named in the attached restated certificate of formation.

3C. ☐ The plan of merger effected an amendment and restatement of the certificate of formation of a surviving filing entity. The amendments being made and the name of the surviving entity restating its certificate of formation are set forth in the attached restated certificate of formation containing amendments.

3D. ☐ The plan of merger effected amendments or changes to the following surviving filing entity's certificate of formation.

*Name of filing entity effecting amendments*

The changes or amendments to the filing entity's certificate of formation, other than the name change noted previously, are stated below.

*Amendment Text Area***4. Organizations Created by Merger**

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the plan of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

<i>Name of New Organization 1</i>	<i>Jurisdiction</i>	<i>Entity Type (See instructions)</i>
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<i>Principal Place of Business Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>
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<i>Name of New Organization 2</i>	<i>Jurisdiction</i>	<i>Entity Type (See instructions)</i>
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<i>Principal Place of Business Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>
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<i>Name of New Organization 3</i>	<i>Jurisdiction</i>	<i>Entity Type (See instructions)</i>
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<i>Principal Place of Business Address</i>	<i>City</i>	<i>State</i>	<i>Zip</i>
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**Approval of the Plan of Merger**

The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

☐ The approval of the owners or members of \_\_\_\_\_  
*Name of domestic entity*  
 was not required by the provisions of the BOC.

**Effectiveness of Filing** (Select either A, B, or C.)

A. ☐ This document becomes effective when the document is accepted and filed by the secretary of state.

B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_

C. ☒ This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: July 31, 2022

The following event or fact will cause the document to take effect in the manner described below:

Text Area

This Certificate of Merger shall be effective as of the date the Form UMC-2 Certificate of Merger/Consolidation (Profit Corporations), which effectuates the merger addressed by this filing of Corizon Health, Inc., Valitas Health Services, Inc., Corizon Health of New Jersey, LLC and Corizon, LLC, is accepted as effective by the New Jersey Division of Revenue.

### Tax Certificate

- ☐ Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- ☒ Instead of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

### Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the merging entity, to execute the filing instrument.

Date: May 2, 2022

Corizon Health, Inc.

Merging Entity Name

J. Scott King

Signature of authorized person (see instructions)

J. Scott King

Printed or typed name of authorized person

Corizon, LLC

Merging Entity Name

J. Scott King

Signature of authorized person (see instructions)

J. Scott King

Printed or typed name of authorized person

Valitas Health Services, Inc.

Merging Entity Name

J. Scott King

Signature of authorized person (see instructions)

J. Scott King

Printed or typed name of authorized person

Corizon Health of New Jersey, LLC

Merging Entity Name

J. Scott King

Signature of authorized person (see instructions)

J. Scott King

Printed or typed name of authorized person

**ATTACHMENT A TO  
CERTIFICATE OF COMBINATION MERGER FOR  
CORIZON HEALTH, INC.  
VALITÁS HEALTH SERVICES, INC.  
CORIZON, LLC  
CORIZON HEALTH OF NEW JERSEY, LLC**

Parties to the Merger:

**Party 1**

**Name:** Corizon Health, Inc.,

**Type:** for-profit corporation

**Jurisdiction:** organized under the laws of the State of Texas

**Texas Secretary of State File Number:** 804544749

**Principal Place of Business:** 205 Powell Place, Suite 104, Brentwood, TN 37027

**Survival:** The organization will survive the Merger

**No Name Change:** Corizon Health, Inc. retains its name following the Merger

**Party 2**

**Name:** Valitás Health Services, Inc.

**Type:** for-profit corporation

**Jurisdiction:** organized under the laws of the State of Texas

**Texas Secretary of State File Number:** 804544694

**Principal Place of Business:** 205 Powell Place, Suite 104, Brentwood, TN 37027

**No Survival:** The organization will not survive the Merger

**Party 3**

**Name:** Corizon Health of New Jersey, LLC

**Type:** for-profit limited liability company

**Jurisdiction:** organized under the laws of the State of New Jersey, U.S.A.

**Texas Secretary of State File Number:** N/A

**Principal Place of Business:** 205 Powell Place, Suite 104, Brentwood, TN 37027

**No Survival:** The organization will not survive the Merger

**Party 4**

**Name:** Corizon, LLC

**Type:** for-profit limited liability company

**Jurisdiction:** organized under the laws of the State of Missouri, U.S.A.

**Texas Secretary of State File Number:** 10067306

**Principal Place of Business:** 205 Powell Place, Suite 104, Brentwood, TN 37027

**No Survival:** The organization will not survive the Merger